

November 6, 2003

**Nathan
Sommers
+ Jacobs
Gorman**

Surface Transportation Board
1925 K Street, N.W.
Suite 700
Washington, D.C. 20423



RECORDATION NO. 23983-A FILED

NOV 18 '03 2:46 PM

SURFACE TRANSPORTATION BOARD

Re: Document for Recordation

To whom it may concern:

I have enclosed two (2) originals of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is a release of lien and security interest dated as of July 25, 2002 (the "Release of Lien"), and is a secondary document. The primary document to which this Release of Lien is connected is recorded under Recordation No. 23983.

The names and addresses of the parties to the Release of Lien are as follows:

Secured Party:

Southwest Bank of Texas, N.A.
Five Post Oak Park
4400 Post Oak Parkway
Houston, Texas 77027

Debtor:

Southwest Rail Industries, Inc.
601 S. East Street
Weimar, Texas 78962

A description of the equipment to be released under the Release of Lien is as follows:

two (2) 20,600 gallon interior coiled railcars stencil numbers
SRIX-20021 and SRIX-20022 (the "Rail Cars").

A short summary of the Release of Lien to appear in the index is as follows:

Release of Lien dated as of July 25, 2002, between Southwest Bank of Texas, N.A., 5 Post Oak Park, 4400 Post Oak Parkway, Houston, Texas 77027 ("Secured Party") and Southwest Rail Industries, 601 S. East Street, Weimar, Texas 78962 ("Debtor"), and releasing two (2) 26,600 gallon interior coiled railcars stencil numbers SRIX-20021 and

A Professional Corporation
ATTORNEYS AND COUNSELORS
2800 POST OAK BOULEVARD, TENTH FLOOR
HOUSTON, TEXAS 77056-6102
MAIN: 713.960.0303

Direct: 713.892.4873 | Fax: 713.892.4800
Email: csegeren@nathansommers.com

A fee of \$30.00 is enclosed. Please return one (1) file stamped original to the undersigned after recording.

Sincerely,

A handwritten signature in cursive script that reads "Cynthia Segeren". The signature is written in dark ink and is positioned above the printed name and title.

Cynthia Segeren
Legal Assistant

:CJS

encl

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RELEASE OF LIEN AND SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS THAT:
COUNTY OF HARRIS §

WHEREAS, SOUTHWEST BANK OF TEXAS, N.A. ("Lender") is the owner and holder of certain indebtedness (the "Indebtedness") of SOUTHWEST RAIL INDUSTRIES, INC., a Texas corporation (the "Debtor"), which was secured by that certain Security Agreement, dated March 15, 2002, executed by Debtor for the benefit of Lender (the "Security Agreement"), filed with the Surface Transportation Board of the Department of Transportation under file number 23983, covering, among other things, two (2) railroad cars, specifically:

two (2) 26,600 gallon interior coiled railcars stencil numbers SRIX-20021 and SRIX-20022 (the "Rail Cars");

WHEREAS, the Indebtedness has be paid in part but not in full.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and confessed, Lender hereby RELEASES and DISCHARGES all liens, rights, titles, interests, assignments and security interests covering or related to the Rail Cars held by Lender, including the liens and security interests created by the Security Agreement in the Rail Cars.

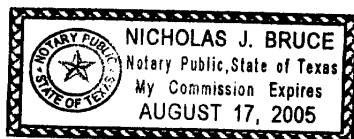
EXECUTED as of July 25, 2002.

SOUTHWEST BANK OF TEXAS, N.A.

By: *Carmen Dunmire*
Carmen Dunmire
Senior Vice President

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

On this 5th day of November, 2003, this instrument was acknowledged before me by Carmen Dunmire as Senior Vice President of Southwest Bank of Texas, N.A., a national association, on behalf of such association by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Nicholas J. Bruce
Notary Public, State of Texas